



## Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

December 5, 1989

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423

RE: Equipment Trust Agreement (Series 10)  
Filed January 14, 1974  
Recordation No. 7299

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eleventh Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and National City Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen  
Senior Attorney

PJA/jf 4066e  
Enclosure

RECORDATION NO. 7299 T FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7299 21 FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

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DEC 18 11 00 AM '89  
NOTICE OF FILING



RECORDATION NO. 7299-21 FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)  
COUNTY OF COOK )

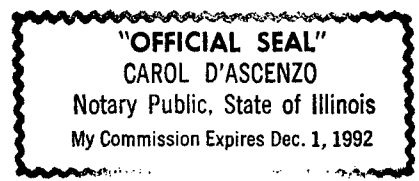
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Bill of Sale, dated October 31, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 5th day of December, 1989.

Carol D'Ascenzo  
Notary Public

4066e



RECORDED NO. 7299-21  
FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

NATIONAL CITY BANK  
as Trustee under Equipment Trust Agreement  
Dated January 15, 1974 (Series 10)  
to  
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that National City Bank ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated January 15, 1974, by and between Trustee and Union Tank Car Company ("Company"), a Delaware corporation, in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is hereby acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B attached hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper officer hereunto duly authorized, and its seal to be hereunto affixed and attested, as of 10-31, 1989.

NATIONAL CITY BANK

By: 

Title:

TRUST OFFICER

(SEAL)

Attest:

  
Title:

ASSISTANT VICE PRESIDENT

UTCARS10

STATE OF OHIO )  
COUNTY OF CUYAHOGA ) SS

On this 31st day of OCTOBER, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared WOLLY H. PATTERSON and RICHARD J. REILAND to me personally known, who being by me duly sworn did say that they are, respectively, the TRUST OFFICER and the ASSISTANT VICE PRESIDENT of National City Bank, that the seal affixed to the foregoing instrument is the seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Shirley Russell  
Notary Public  
SHIRLEY RUSSELL  
Notary Public  
Lorain County, Ohio  
64260

My Commission Expires:

5-22-90

UTCARS10

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/8

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	LOC	4,700	UTCX44159,UTCX44586
1	TA	12,000	TCDX11045
2	TM	14,000	14095,14113
2	TM	14,500	13983,13987
1	TM	16,000	25248
12	TM	20,000	161,47427,47517,47547,47625-47626,47628-47629,47636,47689,58411,58414
3	TM	21,000	RTCX21008,RTCX21011,RTCX21013
2	TM	23,000	58527,72949
3	TMI	13,500	77117,77153,78313
3	TMI	23,000	75602,75754,76207
1	TMI	23,500	75107
25	TP	26,000	37255,37258,37284,37289,37296,37301-37302,37306-37307,37316,37318,37321,37331-37336,37338-37342,37361,37363

57 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
R 10 SERIES 10 07/28/89

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ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
RTCX 21008	TM	21,000	GAL	1 1	03/74 01/89	\$ 35,936	\$ 8,385
RTCX 21011	TM	21,000	GAL	1 1	03/74 09/87	35,936	8,385
RTCX 21013	TM	21,000	GAL	1 1	03/74 11/88	35,936	8,385
TCDX 11045	TA	12,000	GAL	1 1	06/77 05/89	41,707	16,509
UTCX 44159	LQC	4,700	CUFT	1 1	04/73 11/87	18,667	3,500
UTCX 44586	LQC	4,700	CUFT	1 1	04/73 10/87	18,103	3,394
UTLX 161	TM	20,000	GAL	3 2	04/73 12/87	19,708	3,695
UTLX 13983	TM	14,500	GAL	1 1	04/73 04/89	19,946	3,740
UTLX 13987	TM	14,500	GAL	1 1	04/73 04/89	19,946	3,740
UTLX 14095	TM	14,000	GAL	1 1	04/73 06/89	14,909	2,795
UTLX 14113	TM	14,000	GAL	1 1	04/73 11/88	14,909	2,795
UTLX 25248	TM	16,000	GAL	1 1	04/73 08/88	20,171	3,782
UTLX 37255	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37258	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37284	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37289	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37296	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37301	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37302	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37306	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37307	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37316	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37318	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37321	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37331	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37332	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37333	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37334	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37335	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37336	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37338	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37339	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37340	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37341	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37342	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37361	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 37363	TP	26,000	GAL	1 1	04/73 04/89	18,483	3,466
UTLX 47427	TM	20,000	GAL	1 1	04/73 03/88	17,095	3,205
UTLX 47517	TM	20,000	GAL	1 1	04/73 11/88	15,553	2,916
UTLX 47625	TM	20,000	GAL	1 1	04/73 01/89	15,829	2,968
UTLX 47628	TM	20,000	GAL	1 1	04/73 11/88	15,829	2,968
UTLX 47629	TM	20,000	GAL	1 1	04/73 09/87	15,829	2,968
UTLX 47636	TM	20,000	GAL	1 1	04/73 05/88	17,095	3,205
UTLX 47689	TM	20,000	GAL	2 2	04/73 08/88	18,272	3,426
UTLX 53411	TM	20,000	GAL	1 1	04/73 08/87	16,854	3,160
UTLX 53414	TM	20,000	GAL	1 1	04/73 05/89	16,854	3,160

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WRECKED/RETIRED CARS (SCHEDULE B)  
R 10 SERIES 10 07/28/89

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ROAD NUMBER	AAR CODE	CAP CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 58527	TM	23,000	GAL	1	1	04/73	12/88	\$ 17,759	\$ 3,330
UTLX 72949	TM	23,000	GAL	1	1	04/73	04/89	22,325	4,186
UTLX 75602	TMI	23,000	GAL	1	1	04/73	08/87	19,619	3,679
UTLX 77117	TMI	13,500	GAL	1	1	04/73	09/88	19,794	3,711
UTLX 77153	TMI	13,500	GAL	1	1	04/73	06/89	19,794	3,711
UTLX 78313	TMI	13,500	GAL	1	1	04/73	05/89	19,794	3,711
UTLX 47547	TM	20,000	GAL	1	1	04/73	07/89	15,553	2,916
UTLX 47626	TM	20,000	GAL	1	1	04/73	07/89	15,829	2,968
UTLX 75107	TMI	23,500	GAL	1	1	04/73	07/89	20,798	3,900
UTLX 75754	TMI	23,500	GAL	1	1	04/73	07/89	20,037	3,757
UTLX 76207	TMI	23,000	GAL	1	1	04/73	07/89	20,211	3,790

NUMBER OF CARS

37

\$ 1,116,672 \$ 223,396